

RECORDATION NO. 8462-D Filed & Recorded

OCT 24 1976 1 11 PM



777 SOUTH POST OAK ROAD • HOUSTON, TEXAS 77056 • 713-627-9004

RECORDATION NO. 8462-E Filed & Recorded

OCT 27 1976 1 11 PM

RECORDATION NO. 8462-F Filed & Recorded

OCT 27 1976 1 11 PM

INTERSTATE COMMERCE COMMISSION

Secretary  
Interstate Commerce Commission  
Washington, D.C. 20423

Gentlemen:

October 22, 1976

6-301AD56

OCT 27 1976

Date Fee \$

ICC Washington, D. C.

FEE OPERATION BR.

OCT 27 1 15 PM '76

RECEIVED

In accordance with the provisions of Section 20C of the Interstate Commerce Act and rules and regulations by the Interstate Commerce Commission thereunder, there is submitted herewith for filing and recordation a First Supplemental Agreement, a First Supplemental Assignment and a Bill of Sale concerning railroad cars used or intended for use in connection with Interstate Commerce, as follows:

(i) Three (3) executed counterparts of a First Supplemental Agreement dated as of October 22, 1976 by and between Richmond Leasing Company and The First National Bank of Fort Worth, as Trustee, amending Richmond Leasing Company Equipment Trust Agreement Series 9 dated as of August 31, 1976, and filed with the ICC at 12:40 p.m. on August 31, 1976, under Recordation No. 8462, hereinafter the "Equipment Trust Agreement, Series 9").

(ii) Three (3) executed counterparts of the First Supplemental Assignment dated October 22, 1976, by and between Richmond Leasing Company (Assignor) and The First National Bank of Fort Worth (Assignee), executed in connection with the Equipment Trust Agreement, Series 9.

(iii) Bill of Sale, dated October 22, 1976, between The First National Bank of Fort Worth and Richmond Leasing Company.

The address of Richmond Leasing Company is 777 South Post Oak, Houston, Texas, 77056, and the address of The First National Bank of Fort Worth is One Burnett Plaza, Fort Worth, Texas, 76102.

Contract + Michael Hancock

Secretary  
October 22, 1976  
Page Two

The equipment covered by the First Supplemental Agreement and the First Supplemental Assignment is described in Attachment A and Exhibit A hereto.

The equipment covered by the Bill of Sale is described on the attached Exhibit A-1.

Enclosed is a check for the necessary amount to cover the recordation fee.

The enclosed Bill of Sale has been executed in connection with Richmond Leasing Company Equipment Trust Agreement, Series 9, recorded under Recordation No. 8462 on August 31, 1976, at 12:40 p.m.

You are hereby authorized to deliver one executed counterpart of the First Supplemental Agreement, First Supplemental Assignment and the Bill of Sale with filing date notes thereon, following recordation, to the representative of Messrs. Sidley & Austin who is delivering this letter and said enclosure to you.

Very truly yours,

RICHMOND LEASING COMPANY

By

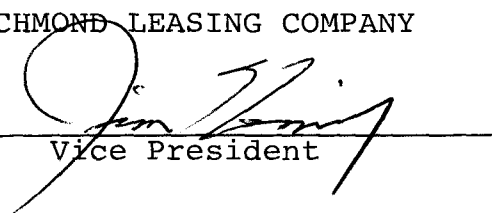
  
Vice President

EXHIBIT A  
TRUST EQUIPMENT

<u>Quantity and Type</u>	<u>Class</u>	<u>Capacity in Gallons</u>	<u>Initialed and Car Numbers</u>	<u>Date of Earliest Service</u>	<u>Term of Lease</u>	<u>Monthly Rental</u>
28 Tank Cars	105A400W	33,500	RTMX 3840-3867	Sept. 1976	72 months (1)	\$15,120
42 Tank Cars	105A300W	24,680	RTMX 2675-2716	Dec. 1976	34 months (2)	\$16,800

(1) Cancellation option after 3 years (\$1,800 penalty per car).

(2) Option to extend for an additional 34 months.

ATTACHMENT A  
RAILWAY EQUIPMENT

<u>Quantity and Type</u>	<u>Class</u>	<u>Capacity in Gallons</u>	<u>Initialed and Car Numbers</u>	<u>Date of Earliest Service</u>	<u>Term of Lease</u>	<u>Monthly Rental</u>
28 Tank Cars	105A400W	33,500	RTMX 3840-3867	Sept. 1976	72 months (1)	\$15,120
42 Tank Cars	105A300W	24,680	RTMX 2675-2716	Dec. 1976	34 months (2)	\$16,800

(1) Cancellation option after 3 years (\$1,800 penalty per car).

(2) Option to extend for an additional 34 months.

EXHIBIT A-1

RICHMOND LEASING COMPANY

EQUIPMENT TRUST, SERIES 9

<u>Lessee</u>	<u>Quantity</u>	<u>Class</u>	<u>Capacity in Gallons</u>	<u>Initialed and Car Numbers</u>	<u>Maximum Cost</u>	<u>Term of Lease</u>	<u>Date of Earliest Service</u>	<u>Monthl Rental</u>
Shell Oil Company	28	DOT105A400W	33,500	RTMX 3840 thru 3867	\$1,396,808	3 mo.	Oct.1976	\$15,12

# Interstate Commerce Commission

Washington, D.C. 20423

October 27, 1976

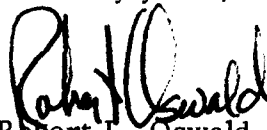
OFFICE OF THE SECRETARY

Richmond Leasing Company  
777 South Post Oak Road  
Houston, Texas 77056

Dear

The enclosed document(s) was recorded pursuant to the  
provisions of Section 20(c) of the Interstate Commerce Act,  
49 U.S.C. 20(c), on 10/27/76 at 1:30 pm ,  
and assigned recordation number(s) 8462-D, 8462-E and 8462-F

Sincerely yours,



Robert L. Oswald

Secretary

Enclosure(s)

SE-30  
(5/76)

10/27/76  
10/27/76  
10/27/76

FIRST SUPPLEMENTAL AGREEMENT OCT 27 1976 1 44 PM

INTERSTATE COMMERCE COMMISSION

This FIRST SUPPLEMENTAL AGREEMENT, effective as of October 22, 1976, by and between THE FIRST NATIONAL BANK OF FORT WORTH, a national banking association incorporated and existing under the laws of the United States, as Trustee under the Trust Agreement as hereinafter defined (hereinafter called "FNB"), and RICHMOND LEASING COMPANY, a corporation duly organized and existing under the laws of the State of Delaware (hereinafter called "RLC"):

W I T N E S S E T H :

WHEREAS, FNB and RLC have previously entered into Richmond Leasing Company Equipment Trust, Series 9, dated as of August 31, 1976, and filed with the Interstate Commerce Commission at 12:40 p.m. on August 31, 1976, under Recordation No. 8462 (hereinafter the "Trust Agreement"), pursuant to which Trust Agreement there were to be issued and sold Trust Certificates in the aggregate amount of \$5,000,000 (hereinafter the "Trust Certificates"), the funds from the sale of the Trust Certificates (the "Trust Funds") to constitute the Richmond Leasing Company Equipment Trust, Series 9 (the Equipment Trust, Series 9"); and

WHEREAS, a portion of the Trust Funds have been disbursed from time to time to finance 80% of the purchase price of the Trust Equipment (as defined in the Trust Agreement); and

WHEREAS, RLC is desirous of financing from the Equipment Trust, Series 9 certain additional railway equipment specified in Attachment A hereto (hereinafter the "Railway Equipment"), which Railway Equipment is subject to the Leases specified in Attachment B hereto (the "Leases"); the Railway Equipment and the Leases having not been included in the Trust Agreement or in Exhibit A ("Exhibit A") or Exhibit B ("Exhibit B") to the Trust Agreement as originally executed; and

WHEREAS, certain Railway Equipment listed on Attachment C hereof (the "Surplus Equipment") and the Leases thereof listed on Attachment D hereof (the "Surplus Leases") were listed on Exhibit A and Exhibit B of the Trust Agreement and the parties now desire to delete such Surplus Equipment and Surplus Leases from Exhibit A and Exhibit B to the Trust Agreement.

WHEREAS, the parties desire to amend the Trust Agreement as provided herein.

NOW, THEREFORE, in consideration of the premises and the mutual covenants and promises herein contained, FNB and RLC hereby agree as follows:

1. The Trust Agreement is hereby amended to include in Exhibit A the Railway Equipment contained in Attachment A hereof, and to include in Exhibit B the Leases contained in Attachment B hereof. Accordingly, the term



"Equipment" as used in the Trust Agreement shall hereafter mean and include for all intents and purposes the Railway Equipment, and the term "Existing Leases" as used in the Trust Agreement shall hereafter mean and include for all intents and purposes the Leases.

2. The Surplus Equipment contained in Attachment C and the Surplus Leases contained in Attachment D are hereby deleted from Exhibit A and Exhibit B, respectively, of the Trust Agreement and shall be no longer subject in any way to the Trust Agreement or to the rights of the Trustee or the Holders of the Trust Certificates (as those terms are defined in the Trust Agreement) thereunder.

IN WITNESS WHEREOF, FNB and RLC have caused their names to be signed hereto by their respective officers thereunto duly authorized and their respective corporate seals, duly attested, to be hereunto affixed effective as of the date first written above.

THE FIRST NATIONAL BANK  
OF FORT WORTH

ATTEST:



Senior Vice President  
And Trust Officer

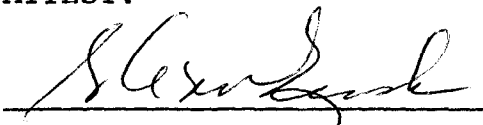
[SEAL]

By


  
Trust Officer

RICHMOND LEASING COMPANY

ATTEST:



By

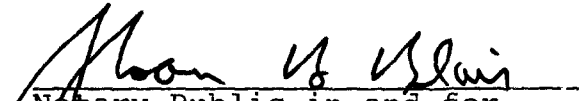
  
President

[SEAL]

THE STATE OF TEXAS §

COUNTY OF TARRANT §

On this 26 day of OCTOBER, 1976, before me personally appeared THOMAS O. PATE, to me personally known, who, being by me duly sworn says that he is a Trust Officer of The First National Bank of Fort Worth, that one of the seals affixed to the foregoing instrument is the corporate seal of said bank, that said instrument was signed and sealed on behalf of said bank by authority of its Board of Directors and he acknowledged that the execution of the foregoing instrument was the free act and deed of said bank.

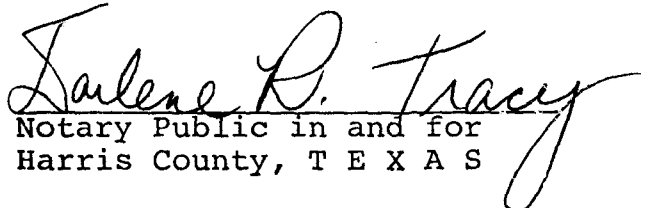
  
Notary Public in and for  
Tarrant County, T E X A S

THE STATE OF TEXAS §

COUNTY OF HARRIS §

BEFORE ME, the undersigned authority, on this day personally appeared GLENN A. WELSCH, President of Richmond Leasing Company, known to me to be the person whose name is subscribed to the foregoing instrument, and acknowledged to me that he executed the same for the purposes and consideration therein expressed, in the capacity therein stated and as the act and deed of said corporation.

GIVEN under my hand and seal of office this 22nd day of October, 1976.

  
Notary Public in and for  
Harris County, T E X A S

ATTACHMENT A  
RAILWAY EQUIPMENT

<u>Quantity and Type</u>	<u>Class</u>	<u>Capacity in Gallons</u>	<u>Initialed and Car Numbers</u>	<u>Date of Earliest Service</u>	<u>Term of Lease</u>	<u>Monthly Rental</u>
28 Tank Cars	105A400W	33,500	RTMX 3840-3867	Sept. 1976	72 months (1)	\$15,120
42 Tank Cars	105A300W	24,680	RTMX 2675-2716	Dec. 1976	34 months (2)	\$16,800

(1) Cancellation option after 3 years (\$1,800 penalty per car).

(2) Option to extend for an additional 34 months.

## ATTACHMENT B

### LEASES

1. Tank Car Lease and Service Contract dated December 20, 1975, between Richmond Leasing Company and Continental Oil Company as supplemented on September 7, 1976, covering the following described railroad tank cars:

<u>Number of Cars</u>	<u>Type</u>	<u>Car Numbers</u>
42	24,680 Gallons DOT 105A300W	RTMX 2675 thru 2716

2. Letter Lease Agreement dated September 15, 1976, and accepted October 12, 1976, between Richmond Leasing Company and Shell Oil Company covering the following described railroad tank cars:

<u>Number of Cars</u>	<u>Type</u>	<u>Car Numbers</u>
28	33,500 Gallons DOT105A400W	RTMX 3840 thru 3867

ATTACHMENT C  
SURPLUS EQUIPMENT

<u>Quantity and Type</u>	<u>Class</u>	<u>Capacity in Gallons</u>	<u>Initialed and Car Numbers</u>	<u>Date of Earliest Service</u>	<u>Term of Lease</u>	<u>Monthly Rental</u>
14 Tank Cars	105A400W	33,500	RTMX 3868-3881	Sept. 1976	144 Months**	\$7,560
4 Tank Cars	111A100W5	20,800	RTMX 2667-2670	Oct. 1976	60 Months	1,560
4 Tank Cars	111A100W5	20,800	RTMX 2671-2674	Oct. 1976	60 Months	1,588

\*\* Cancellation option after 6 years.

ATTACHMENT D

SURPLUS LEASES

1. Tank Car Lease and Service Contract dated August 2, 1976, between Richmond Leasing Company and Celanese Corporation covering the following described railroad tank cars:

<u>Number of Cars</u>	<u>Type</u>	<u>Car Numbers</u>
14	33,500 Gallons DOT105A400W	RTMX 3868 thru 3881

2. Tank Car Lease and Service Contract dated July 23, 1976, between Richmond Leasing Company and Chemtech Industries covering the following described railroad tank cars:

<u>Number of Cars</u>	<u>Type</u>	<u>Car Numbers</u>
4	20,800 Gallons DOT111A100W5	RTMX 2667 thru 2670

3. Tank Car Lease and Service Contract dated June 15, 1976, between Richmond Leasing Company and P.P.G. Industries, Inc. covering the following described railroad tank cars:

<u>Number of Cars</u>	<u>Type</u>	<u>Car Numbers</u>
4	20,800 Gallons DOT111A100W5	RTMX 2671 thru 2674

4. Tank Car Lease and Service Contract dated August 2, 1976, between Richmond Leasing Company and Exxon Chemical Company covering the following described railroad tank cars:

<u>Number of Cars</u>	<u>Type</u>	<u>Car Numbers</u>
28	33,500 Gallons DOT105A400W	RTMX 3840 thru 3867